

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF WISCONSIN

ESSOCIATE, INC.,

Plaintiff,

v.

CASE NO. 11-cv-727-bbc

AZOOGL.COM, INC., and EPIC MEDIA  
GROUP, INC.,

Defendants.

DECLARATION OF STEVEN G. SCHORTGEN

1. My name is Steven G. Schortgen. I am over eighteen (18) years of age. I am of sound mind, have never been convicted of a felony and am otherwise competent to make this Declaration and testify to the matters stated herein. I am familiar with and have personal knowledge of each and every statement set forth in this Declaration. Each and every statement of fact contained in this Declaration is true and correct.

2. I am a partner at K&L Gates LLP, 1717 Main Street, #2800, Dallas, Texas 75201. Pursuant to a signed engagement agreement between K&L Gates and Defendants Azoogleg.com, Inc., and Epic Media Group, Inc., f/k/a Azoogleg.com, Inc., (collectively, "Defendants"), K&L Gates has represented Defendants throughout the pendency of this dispute.

3. The engagement agreement between K&L Gates and Defendants provides for the prompt payment of all attorneys' fees incurred in connection with K&L Gates's representation of Defendants.

4. The engagement agreement also provides that K&L Gates may cease its representation of Defendants in the event Defendants fail to pay timely its attorneys' fees.

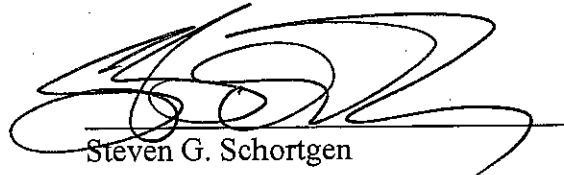
5. For an extended period of time, Defendants have been unable to pay the attorneys' fees incurred in connection with this case. Defendants are currently indebted to K&L Gates for a significant amount of fees representing many months of work on the case.

6. In April 2012, K&L Gates discussed Defendants' failure to pay timely the attorneys' fees incurred in connection with this case with Defendants' General Counsel. K&L Gates informed Defendants that it would seek to withdraw from the case if Defendants did not pay the attorneys' fees incurred to date.

7. On May 18, 2012, K&L Gates sent a letter to Defendants' General Counsel, informing him of K&L Gates's intention to withdraw if Defendants remained unable to pay the attorneys' fees currently due. Defendants do not oppose K&L Gates's Motion to Withdraw.

8. Defendants remain indebted to K&L Gates for a significant amount of fees.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.



Steven G. Schortgen

Executed on: June 7, 2012